

# **Exhibit 2**



bcarmody@susmangodfrey.com

New York, NY tel: 212-336-8334

fax: 212-336-8340

Admitted in New York and Texas

#### EDUCATION:

United States Merchant Marine Academy  
Kings Point, N.Y. (B.S. 1981)

The University of Tulsa College of Law  
(J.D. with honors, 1988), *Order of the*  
*Curule Chair*, TULSA LAW JOURNAL

Hall of Fame Inductee, The University of  
Tulsa College of Law

Distinguished Alumni, The University of Tulsa

Trial Lawyers College (2000)

## SUSMAN GODFREY

### BILL CARMODY

#### PARTNER

Bet Your Business Litigation pg. 2

Selected Case Briefs pg. 3

Trial References pg. 5

With the trial of a generation captivating the nation, ABC News needed an authority on the psychology of juries. Millions of viewers were following the O. J. Simpson murder trial, and ABC wanted to show America how jurors really decide cases. It tracked down a heralded Texas trial lawyer known for his use of mock trials, Bill Carmody, who was busy preparing a long-shot case for a fired employee of a large steel company. ABC filmed Bill's presentation of the evidence to the mock jurors as well as their deliberations. The network used the footage...and so did Bill. He played ABC's tape of the mock jury's deliberations at an eleventh hour mediation session – and his client walked away with a substantial settlement.



In the two decades since, Bill Carmody's reputation has only grown. Today he is a nationally recognized trial lawyer who tries bet-the-company cases for plaintiffs and defendants in state and federal courts throughout the country. He is a permanent member of Susman Godfrey's Executive Committee and heads its New York office. Bill is experienced in a wide range of complex business and intellectual property litigation and has handled a variety of cases, including antitrust, commercial and securities fraud, structured finance and derivatives litigation, class actions, false claims act, oil & gas, trust and estates, trade secrets, trademark, and patent infringement.

### RECENT WORK

- In the epic clash over self-driving car technology that pitted Google/Waymo against Uber, Bill stepped in shortly before trial to defend Uber. Although Waymo sought damages of almost \$2 billion, Bill and his team got all of Waymo's experts' damages opinions struck. After Bill's public and private opening statements and the presentation of four days of evidence to a federal jury in San Francisco, this high-profile case ended in a favorable settlement. *Benchmark Litigation* awarded Bill and his team the National Impact Case of the Year for their work. [Click](#) for press coverage.
- For General Electric, Bill successfully tried a contract case before a jury in the Southern District of New York, leading to a judgment in favor of GE worth more than \$160 million.
- On behalf of a pharmaceutical industry whistleblower, Bill and his team prosecuted novel anti-kickback claims in the *Novartis qui tam* litigation that resulted in total settlements of \$465 million – which for a case of its kind is the largest recovery ever. [Click](#) for *Bloomberg* interview.

- The City of Baltimore – whose citizens are more likely to die of an opioid overdose than those of nearly any other city in the country – retained Bill and recently filed suit to hold opioid manufacturers and distributors responsible for the harm they've done to the city. [Click](#) for press coverage.
- As co-lead counsel in the nationwide LIBOR antitrust litigation, for Yale University and a class of purchasers of LIBOR-based instruments, Bill and his team have led a fight through the United States Supreme Court to overcome Defendants' motions to dismiss Plaintiffs' price-fixing claims, certify a national litigation class, and secure settlements so far with 4 of the 16 Defendants for \$590 million. [Click](#) for press coverage.
- Bill and his team won a summary judgment that was upheld on appeal in late 2017 by the New Jersey Supreme Court for Dan Loeb and his hedge fund Third Point in the *Fairfax* litigation, where plaintiffs sought damages of \$8 billion. [Click](#) for press coverage.

## BET YOUR BUSINESS LITIGATION

Whether representing plaintiffs or defendants, Bill puts his money where his mouth is by betting on his ability to win for his clients. A pioneer in structuring result-driven fee deals, he aligns his interests with those of his clients by making his fees dependent on the success he earns – and not on hours billed. It's a creative approach to billing in a profession that doesn't often stray outside the box. [Case Studies](#)



That's never been a problem for Bill, whose bold and creative trial tactics have earned the respect of his peers, the media, and legal educators. Most recently he was elected to Law360's esteemed 2019 Trials Editorial Advisory Board. Carmody previously taught Trial Advocacy at Southern Methodist University School of Law, and served on the law school's Executive Board. Currently, he serves on the Board of Trustees of The University of Tulsa. He is also a member of the American Board of Trial Advocates, a fellow of the Litigation Counsel of America, and a fellow of the American Bar Foundation.

Bill is perennially listed in the *Lawdragon 500*, the guide to America's leading 500 lawyers and was lauded as one of its 41 [Legal Legends](#). He was honored by [Law360](#) as one of its 10 Titans of the Plaintiffs Bar. Carmody's ranked in the *Chambers USA Guide to America's Leading Lawyers*, and according to *Chambers*:

Clients praise Bill Carmody as a "born trial lawyer," and highly rate his ability to "swoop into a complicated case, master it and try it."

Bill has been named to the *National Law Journal's* list of Elite Trial Lawyers, and is routinely included in *Benchmark's Top 100 Trial Lawyers*. As reported in *Benchmark*, here's how a peer describes him:

"Of all the lawyers I've worked with in all my years, this guy [Carmody] was the best in every respect. As a trial lawyer he could do it all. He's based in New York now but stylistically was absolutely 'Texas hot!' He is just in another league."

Carmody is listed in *The Best Lawyers in America* in five categories, including Bet-the-Company Litigation. His peers have voted him both a "New York Super Lawyer" and a "Texas Super Lawyer." Bill was also a top three finalist in 2018 for the *New York Law Journal's* [Attorney of the Year](#).

Carmody appears frequently in national and international media, and his trials have been featured in hundreds of publications, including *The New York Times*, *The Wall Street Journal*, *The Washington Post*, *The Financial Times*, the *San Francisco Chronicle*, *Business Week*, *Bloomberg*, *The National Law Journal*, *Texas Lawyer*, and *The American Lawyer*. He has been profiled by [Lawdragon](#) in its “Producers” series, by [Law 360](#) for its “Trial Pro” series, and by [Forbes](#). While his trial tactics and betting on his clients’ results have received widespread acclaim, most important to Bill and his clients are the victories earned in the courtroom – and following are just a few.

## SELECTED CASE BRIEFS

### Dare To Be Different

“I’ve dealt with lots of trial lawyers and, by far, Bill Carmody is the best I’ve ever seen.”

In a huge defense victory, Bill orchestrated events outside the lawsuit to defeat a local hero in his hometown court. Carmody’s client, a Dallas investment brokerage, got sued for over \$50 million. A loss was sure to break the company. The plaintiff was a “big fish” businessman who had sued Bill’s client in his “small pond,” the little town of Rockport, Texas.

The case stood second on the trial docket. If the first case went as set, Carmody’s case would be bumped for months. A postponement could have cost the brokerage an advantage it had gained during discovery: Although Bill had deposed all of the opponent’s experts, he had shielded his client’s key expert from deposition. So, the opposition was ill prepared for the expert’s trial testimony. If the case was reset, the opposition would be able to depose the expert and erase their disadvantage.

To prevent this, Bill took the unprecedented step of brokering a deal in which his client funded a \$180,000 settlement of the first case on the docket. This enabled Carmody’s case to be tried while his client still had the edge. Bill did go to trial and won a resounding take-nothing judgment – and jury debriefing confirmed the deciding role of the key expert’s testimony. Bill’s client also won a counterclaim of almost \$700,000.



Despite the plaintiff’s vigorous attempts to overturn the take-nothing judgment, this remarkable victory withstood appellate scrutiny; it was affirmed by both the Corpus Christi Court of Appeals and the Texas Supreme Court. Wowed with Carmody’s results throughout the trial and appellate process, the company’s CEO remarked: “I’ve dealt with lots of trial lawyers and, by far, Bill Carmody is the best I’ve ever seen.” *Bill Woodruff, CEO, Wm. K. Woodruff and Co., Dallas, TX.*

For media coverage of the brokered settlement, see *National Law Journal*, February 2, 1998, “Two Texas Litigators Leapfrog to Trial Win.”

### David Beats Goliath

By uncovering evidence of commercial fraud, Bill helped a small contractor conquer a multi-national conglomerate. This “David v. Goliath” scenario pitted Carmody’s plaintiff client against one of the world’s largest oil companies. The case centered around the defendant’s refusal to pay for refinery construction work performed by the plaintiff in El Paso. But Bill capitalized on then-favorable venue rules to hold the case more than 800 miles away, in Beaumont – where the oil company had recently laid off hundreds of workers.

The case was originally viewed only as a million-dollar breach of contract claim; however, Carmody identified a wholly different type of claim that his client's previous lawyers had missed. It capitalized on the oil company's most vulnerable conduct – its reckless disregard for worker safety. The argument was novel: The defendant's false assurances of safe working conditions inside crude oil towers constituted fraudulent misrepresentations. While the damages of the workers who suffered illnesses were obvious, much less obvious was his client's fraud damages, in the form of increased workers compensation premiums. After an arduous 2-month trial – featuring a paperless, multi-media presentation, complete with an in-court full-size model of a quarter section of a crude oil tower – the jury found that the oil company committed fraud and awarded Bill's client over \$61 million.

**“Any firm can supply lots of bodies. I'd rather have just one brain like Bill Carmody's.”**



To cash in on this big verdict, Bill quickly negotiated a substantial confidential settlement on behalf of his client. The client's reaction to this happy ending? “Any firm can supply lots of bodies. I'd rather have just one brain like Bill Carmody's.” *Jerry Strickland, CEO, AltairStrickland, Inc., Houston, Texas.*

*See, National Law Journal, February 10, 1997, “The Big Numbers of 1996” and Dallas Business Journal, January 17-23, 1997, “Carmody Firm May be Tiny, but Judgment was Mighty.”*

### **Eleventh Hour Save**

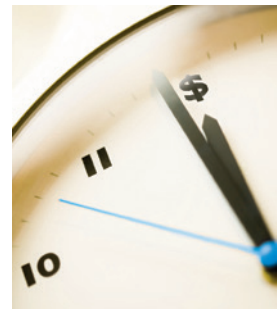
**“It's never too late to bring in Bill Carmody.”**

In a perfect world, a lawyer would always have unlimited time and resources to prepare for trial. But the world is not perfect and, often, time is not on your side. In a case where he suited up for the defense, Carmody demonstrated the experience and guts required to take over and win big at the eleventh hour.

The case arose when a life insurance company was sued in a class action case by 25,000 of its policyholders. The plaintiff class alleged that the insurer had breached the terms of its policies, causing the plaintiffs to be overcharged for their insurance. The class sought \$108 million in damages. In this bet-your-company case, a loss could have wiped out the company's net worth – and forced a shutdown.

The case had been pending for five years, as the insurance company was represented by a large, full-service law firm. But with the make-or-break trial looming, the insurance company decided it needed a proven trial lawyer – someone who made his reputation in the courtroom.

So, just 6 days before trial, the insurer asked Carmody to try the case. Carmody quickly learned the case cold, devised the trial strategy, and presented the case during an eight-day jury trial. The jury promptly and unanimously delivered a complete defense verdict – and the case was dismissed. Given a new lease on life, the company heaved a sigh of relief and its General Counsel praised Carmody's command: “Just six days before trial, most lawyers would have refused to take the case. But Bill Carmody thought of, and seized upon, every tactical advantage. Bill was a clutch performer winning us an incredible trial victory.” *Bryan R. Newcombe, General Counsel, Legal & General America, Inc., Rockville, Maryland.*



*See, The American Lawyer, Sept. 2007, Big Suits, “Beller et al. v. William Penn.”*



## SUSMAN GODFREY

## TRIAL REFERENCES

It's one thing just to read about the way Bill Carmody tries a case. But the best proof of his unique approach comes from talking to people who have actually seen Carmody at work. The following people are clients who have hired Carmody to represent them, lawyers who tried a case with or against him, and judges who presided over one of Carmody's trials. All are willing to speak with you about Bill Carmody's prowess in the courtroom.

Clients	
<b>Brad Berenson</b>	General Counsel <i>TPG</i> San Francisco, CA 415-743-6363
<b>Richard Heyman</b>	CEO <i>Seragon Pharmaceuticals</i> San Diego, CA 858-735-4581
<b>Avi Katz</b>	Pres./Gen. Counsel <i>Loral Space &amp; Communications</i> New York, NY 212-697-1105
<b>Chris Moore</b>	General Counsel <i>General Electric Capital Corp.</i> Norwalk, CT 203-840-6390
<b>Robert Mnuchin</b>	CEO <i>Mnuchin Gallery</i> New York, NY 212-861-6269
<b>Bryan Newcombe</b>	Gen. Counsel <i>Legal &amp; General America</i> Rockville, MD 301-294-6968
<b>Josh Targoff</b>	General Counsel <i>Third Point LLC</i> New York, NY 212-715-3403
Co-counsel	
<i>Daryl Barger</i>	<b>Hartline, Dacus, Barger, Dreyer &amp; Kern</b> Corpus Christi, TX 361-866-8009
<i>Paul Bekman</i>	<b>Salsbury Clements Bekman Marder &amp; Adkins</b> Baltimore, MD 410-539-6633
<i>Matthew Dontzin</i>	<b>Dontzin, Nagy &amp; Fleissig</b> New York, NY 212-717-2900
<i>Karen Dunn</i>	<b>Boies Schiller Flexner</b> Washington, DC 202-895-5235
<i>John Gionis</i>	<b>Certilman Balin Adler &amp; Hyman</b> East Meadow, NY 516-296-7000
<i>Gordon Shapiro</i>	<b>Jackson Walker</b> Dallas, Texas 214-953-6059
<i>Johnny Ward</i>	<b>Ward &amp; Smith</b> Longview, Texas 903-935-3868
Opposing Counsel	
<i>Trent Bausch</i>	<b>Cline Williams</b> Omaha, Nebraska 402-397-1700
<i>David Beck</i>	<b>Beck, Redden &amp; Secrest</b> Houston, Texas 713-951-3700
<i>Jim Flynn</i>	<b>Harwood Feffer</b> New York, New York 212-935-7700
<i>Barry McNeil</i>	<b>Haynes and Boone</b> Dallas, Texas 214-651-5000
<i>Paul Saunders</i>	<b>Cravath, Swaine &amp; Moore</b> New York, New York 212-474-1404
<i>Jeffrey Tillotson</i>	<b>Tillotson Law Firm</b> Dallas, Texas 214-382-3040
<i>Charles Verhoeven</i>	<b>Quinn Emanuel</b> San Francisco, California 415-875-6600
Judges	
<b>Hon. William Alsup</b>	<i>U.S. District Court</i> San Francisco, California 415-522-2020
<b>Hon. Sidney Fitzwater</b>	<i>U.S. District Court</i> Dallas, Texas 214-753-2333
<b>Hon. David Godbey</b>	<i>U.S. District Court</i> Dallas, Texas 214-753-2700
<b>Hon. Marilyn Huff</b>	<i>U.S. District Court</i> San Diego, California 619-557-6016
<b>Hon. William J. Monahan</b>	<i>Santa Clara Superior Court</i> San Jose, CA 408-882-2270
<b>Hon. Lorna G. Schofield</b>	<i>U.S. District Court</i> New York, New York 212-805-0288
<b>Hon. Ira Warshawsky</b>	<i>Supreme Court, Comm. Div.</i> Nassau Co., New York 516-571-3351

†Bill has been listed in Lawdragon 500 (Lawdragon Lawyer Profiles and Legal News) since its inception in 2003. Super Lawyers are published in Law & Politics Magazine by Thomson Reuters. Bill was a Texas Super Lawyer from 2003 to 2006 and a New York Super Lawyer from 2008 through 2018. Bill has been listed in The Best Lawyers in America (published by Woodward White Inc.) since 2004.

\*Attorney advertising \*\*Prior results do not guarantee similar future outcomes \*\*\*Internet mail is not fully secure or private. Therefore, please do not transmit confidential information via Internet mail. Transmission of information is not intended to and does not create an attorney-client relationship. Please do not assume that your communications sent using Internet mail are privileged or confidential. Please do not send Susman Godfrey any confidential information via the Internet without previously consulting one of our attorneys. \*\*\*\*Nothing on this web page is intended to represent that Susman Godfrey currently represents any particular clients mentioned because matters and client relationships naturally terminate from time to time. Copyright © 2018 SUSMAN GODFREY L. L. P. Attorneys at Law. All rights reserved. Unless otherwise noted in website - Not certified by Texas Board of Legal Specialization.